

MINUTE ITEM

This Calendar Item No. C54 was approved as
Minute Item No. 54 by the California State Lands
Commission by a vote of 3 to 0 at its 02-09-06
meeting.

**CALENDAR ITEM
C54**

A 8

02/9/06
PRC 8377.1
W 40917
J. L. Smith

S 2

**CONSIDER APPROVAL OF THE FIFTH AMENDMENT OF
NEGOTIATED LIMITED SURFACE USE OIL AND GAS
LEASE NO. PRC 8377.1 TO PROVIDE FOR THE LEASING
OF ADDITIONAL LANDS, AND CONSENT TO THE POOLING
OF 24.30 ACRES OF LEASED LANDS UNDER
OIL AND GAS LEASE NO. PRC 8377.1,
GRIZZLY ISLAND WILDLIFE MANAGEMENT AREA,
SOLANO COUNTY**

LESSEE/OPERATOR:

Venoco, Inc.
Attn.: Mr. Patrick Moran
6267 Carpinteria Ave., Suite 100
Carpinteria, CA 93013

AREA, LAND TYPE, AND LOCATION:

Negotiated limited surface use Oil and Gas Lease No. PRC 8377.1 currently contains 352.6 acres, more or less, of State sovereign lands and 4,165.5 acres, more or less, of Department of Fish and Game (DF&G) lands in Solano County, California (Exhibit A, attached hereto). The State's mineral interest in the sovereign lands is 100 percent (100%), and DF&G's mineral interest in the 4,165.5 acres, more or less, is 50 percent (50%).

BACKGROUND:

The California State Lands Commission (Commission) issued negotiated limited surface use Oil and Gas Lease No. PRC 8377.1 (Lease) to Occidental Resources of California, LLC (ORCA) on January 30, 2002. When issued, the Lease contained approximately 9,273 gross (5,163.5 net) mineral acres in the Grizzly Island Wildlife Management Area, Solano County, California. The State's mineral interests in the leased lands are of two types. First, a 50 percent (50%) mineral interest in those DF&G lands underlying Grizzly and Hammond Islands and secondly, a 100 percent (100%) mineral interest in State sovereign lands

-1-

000248
CALENDAR PAGE

000416
MINUTE PAGE

CALENDAR ITEM NO. C54 (CONT'D)

underlying Montezuma Slough, Grizzly Slough, Howard Slough and Roaring River. The DF&G administers all surface uses of the Grizzly Island Wildlife Management Area. The Lease has been amended four times, on June 2, 2003, on August 19, 2003, February 17, 2005, and again on June 20, 2005. The February 2005 Lease amendment approved a partial quitclaim back to the State of all of the Lessee's right, title and interest in approximately 4,755 acres. The lands retained under lease are 352.6 acres, more or less, of State sovereign lands, and 4,165.5 acres, more or less, of DF&G lands. On August 8, 2005, the Commission approved an assignment of an undivided 100 percent interest in Oil and Gas Lease No. PRC 8377.1 from Occidental Resources of California, LLC (ORCA) (Assignor) to Venoco, Inc. (Venoco) (Assignee), effective September 1, 2005.

Venoco has drilled and completed the "Roaring River" 20-1 well from a location on a private lease adjacent to the State tide and submerged lands in the bed of Montezuma Slough and contiguous with the southeast boundary of the Lease. The well has produced 846 MMCF of gas since November 2004, and is currently producing at a rate of 2.3 MMCF/D. Venoco has formed an operating unit that contains a total of 159.76 acres of State sovereign and private leased lands (Exhibit F, attached hereto). The unit, called the "Roaring River 20-1 Operating Unit", was created for the development and production of natural gas. In addition to 14.41 acres of State sovereign land already included in Lease 8377.1, the proposed unit includes an additional 9.89 acres of State sovereign land under Montezuma Slough previously quitclaimed from the Lease. Venoco has asked the Commission to expand Lease PRC 8377.1 to include this additional acreage, designated as Parcel B-2 on Figure A. Staff has reviewed the information submitted by Venoco and determined that the criteria of Public Resources Code section 6815 (a) have been met. There is no objection by DF&G to add this acreage to the lease, although none of the surface or subsurface includes DF&G land. The additional lands will be subject to all terms and conditions of Lease PRC 8377.1 and any activity affecting such lands would be subject to subsequent review and approval of the Commission. A draft of the proposed amendment adds the acreage as shown as Parcel B-2 on Exhibit A, and described on Exhibit B, attached hereto, to the existing Lease. The above changes will be reflected in the 'Draft Amendment' attached hereto as Exhibit C, and the appended lease land description attached hereto as Exhibit B. The annual rental for the entire lease shall be ninety-seven thousand eight hundred forty dollars (\$97,840.00) for approximately 4,528 gross (2,446 net) mineral

-2-

000249

CALENDAR PAGE

000417

MINUTE PAGE

CALENDAR ITEM NO. **C54** (CONT'D)

acres. Lease No. PRC 8377.1 has a fixed rate of 20 percent (20%) on all gas substances and a fixed rate of 20 percent (20%) on all oil produced.

Paragraph 22 of the Lease allows the Lessee, with the consent of the State and under terms and conditions approved by the State, to pool or unitize all or part of the leased lands with lands held by the Lessee or others. Venoco wishes the Commission to consent to the pooling of 24.30 acres of leased State sovereign lands under Oil and Gas Lease No. PRC 8377.1 by approving Venoco's Declaration of Pooling dated October 1, 2004, and the pooling map (Exhibit D) and description (Parcel 1 on Exhibit E). Parcel 2 on Exhibit E describes the State's 24.30 acres that represents 15.21 percent (15.21%) of the pool. There are no DF&G lands included in the proposed "Roaring River 20-1" Unit. The Commission staff has determined that it will be economically advantageous to the State to share in the production from the proposed unit.

BASIS FOR CONSIDERATION:

- A. Public Resources Code section 6829.2, Public Resources Code section 6832 and Paragraph 22(b) of the Oil and Gas Lease No. PRC 8377.1.

OTHER PERTINENT INFORMATION:

- 1. Pursuant to the Commission's delegation of authority and the State CEQA Guidelines [Title 14, California Code of Regulations, section 15060(c)(3)], the staff has determined that this activity is not subject to the provisions of the CEQA because it is not a "project" as defined by the CEQA and the State CEQA Guidelines.

Authority: Public Resources Code section 21065 and Title 14, California Code of Regulations, sections 15060 (c)(3) and 15378.

EXHIBITS:

- A. Location Map of negotiated subsurface Oil and Gas Lease No. PRC 8377.1
- B. Land Description for Appended Parcel B-2
- C. Draft Amendment
- D. Site Map of Roaring River 20-1 Operating Unit
- E. Land Description for Roaring River 20-1 Operating Unit
- F. Declaration of Pooling dated October 1, 2004

CALENDAR ITEM NO. **C54** (CONT'D)

PERMIT STREAMLINING ACT DEADLINE:

N/A (not a "development project" subject to the Act).

RECOMMENDED ACTION:

IT IS RECOMMENDED THAT THE COMMISSION:

CEQA FINDINGS:

FIND THAT THE ACTIVITY IS NOT SUBJECT TO THE REQUIREMENTS OF THE CEQA PURSUANT TO TITLE 14, CALIFORNIA CODE OF REGULATIONS, SECTION 15060(c)(3) BECAUSE THE ACTIVITY IS NOT A PROJECT AS DEFINED BY PUBLIC RESOURCES CODE SECTION 21065 AND TITLE 14, CALIFORNIA CODE OF REGULATIONS, SECTION 15378.

OTHER FINDING:

DETERMINE THAT THE CRITERIA OF PUBLIC RESOURCES CODE SECTION 6815(a) HAVE BEEN MET, THAT AUTHORIZING THE ADDITION OF 9.89 ACRES BACK INTO THE EXISTING PRC 8377.1 OIL AND GAS LEASE IS IN THE BEST INTEREST OF THE STATE INORDER TO DEVELOP AND PROTECT OIL AND GAS RESOURCES THAT MAY UNDERLIE THE STATE LAND DESCRIBED IN EXHIBIT B, ATTACHED HERETO.

AUTHORIZATION:

1. AUTHORIZE THE REINCLUSION OF 9.89 ACRES WITHIN OIL AND GAS LEASE NO. PRC 8377.1 UPON TERMS AND CONDITIONS OUTLINED IN THIS CALENDAR ITEM AND DESCRIBED IN EXHIBIT B, ATTACHED HERETO. THE AMENDED LEASE SHALL CONTAIN APPROXIMATLY 4,528 GROSS (2,446 NET) MINERAL ACRES. THE ANNUAL RENTAL (\$40 PER ACRE) SHALL INCREASE TO A TOTAL OF \$97,840.00 TO REFLECT THE ADDITIONAL ACREAGE.
2. CONSENT TO THE POOLING OF THE LEASED LANDS (24.30 ACRES UNDER OIL AND GAS LEASE NO. PRC 8377.1) WITH OTHER PRIVATE LANDS HELD BY VENOCO. CONSENT IS GIVEN BY APPROVING VENOCO'S DECLARATION OF POOLING DATED OCTOBER 1, 2004, WHICH CREATES THE

-4-

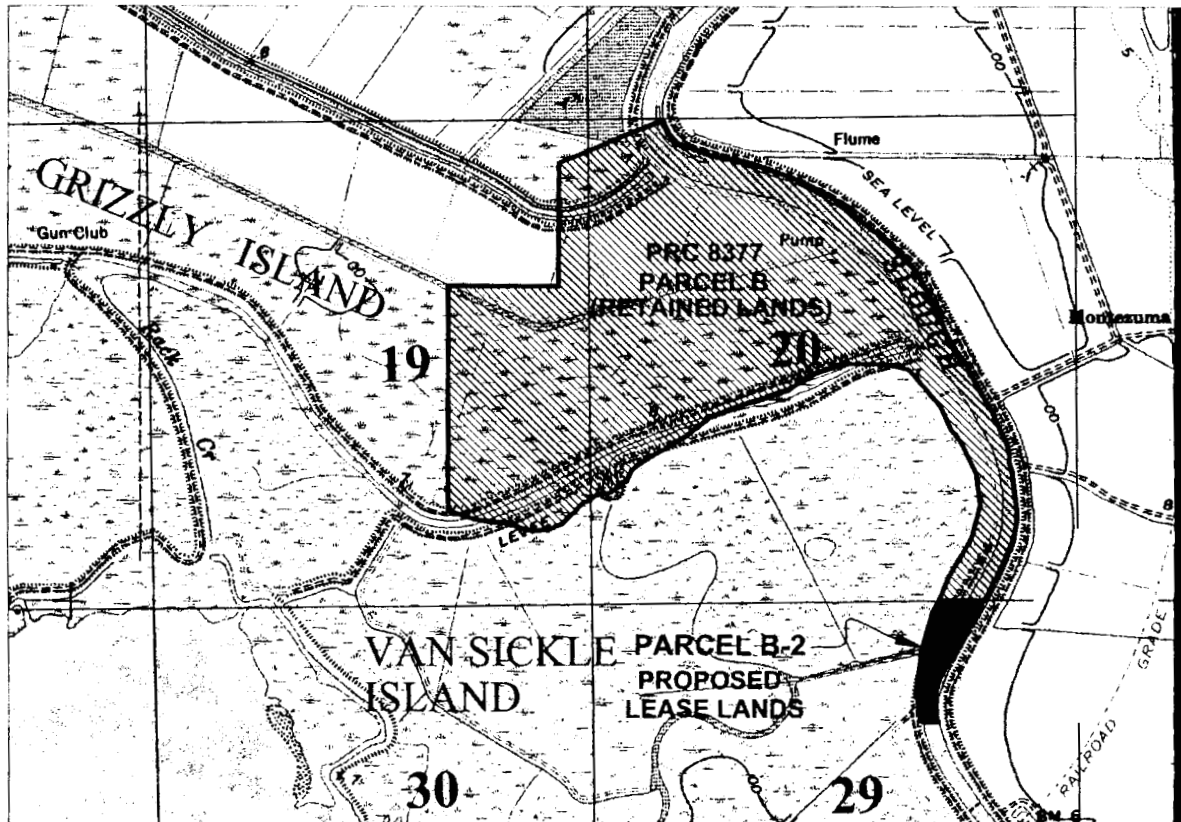
CALENDAR ITEM NO. **C54** (CONT'D)

ROARING RIVER 20-1 POOL DESCRIBED IN EXHIBIT E, ATTACHED HERETO, (APPROXIMATELY TOTAL 159.76 ACRES INCLUDING 24.30 ACRES OF LEASED SOVERIEGN LANDS UNDER OIL AND GAS LEASE NO. PRC 8377.1). THE UNITIZED LEASED LANDS SHALL BE SUBJECT TO THE PROVISIONS OF OIL AND GAS LEASE NO. PRC 8377.1, ANY CONDITIONS IN THE DECLARATION OF POOLING TO THE CONTRARY NOTWITHSTANDING.

3. AUTHORIZE THE EXECUTIVE OFFICER OR HIS DESIGNEE TO EXECUTE ANY DOCUMENT NECESSARY TO IMPLEMENT THE COMMISSION'S ACTION.

NO SCALE

SITE MAP

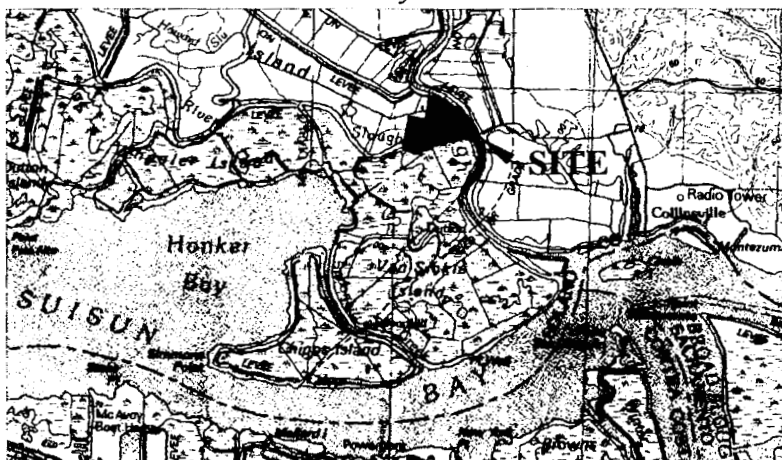


VENOCO INC. PRC 8377 AMENDED LEASE PARCELS GRIZZLY ISLAND AND VAN SICKLE ISLAND

NO SCALE

LOCATION MAP

Grizzly Island



This Exhibit is solely for purposes of generally defining the lease premises, and is not intended to be, nor shall it be construed as a waiver or limitation of any State interest in the subject or any other property

EXHIBIT A

PRC 8377

**AMENDED LEASE
PROPOSED PARCEL B-2
GRIZZLY ISLAND &
VAN SICKLE ISLAND
SOLANO COUNTY**



SCL 1/24/06

000253

CALENDAR PAGE

000121

MINUTE PAGE

EXHIBIT B

PRC 8377

**PARCEL B-2
LAND DESCRIPTION**

A Parcel of sovereign land situated on Van Sickle Island and in the bed of Montezuma Slough, Solano County, California, lying in protracted Section 29, Township 3 North, Range 1 East, being a portion of Parcel 5 as described in Exhibit A-2, recorded April 3, 2002 in instrument Number 2002-00042596 Official Records Solano County, more particularly described as follows:

BEGINNING at a point on the Agreed Ordinary High Water Mark of the easterly bank of Montezuma Slough as shown on that certain map filed in Book 21 of Records of Survey at Pages 3 to 10, Solano County Records, having coordinates X= 2,033,415.838 feet Y=150448.117 feet, CCS 27 Zone 2, said point bears North 16°41'21" West, 137.40 feet from the southerly terminus of Course T144 "North 16°41'21" West, 216.94 feet" shown on said map; thence along said Agreed Ordinary High Water Mark the following seventeen (17) courses:

- 1) North 16°41'21" West, 79.54 feet;
- 2) North 00°31'35" East, 206.81 feet;
- 3) North 04°24'51" East, 57.17 feet;
- 4) North 15°22'45" East, 137.63 feet;
- 5) North 29°30'43" East, 354.04 feet;
- 6) North 32°15'18" East, 132.80 feet;
- 7) North 28°18'21" East, 76.55 feet;
- 8) North 31°26'59" East, 271.01 feet;
- 9) North 19°10'08" East, 120.90 feet;
- 10) North 41°47'52" East, 16.84 feet to the northerly line of said section 29 also being the southerly line of Parcel B as described in PRC 8377 Exhibit C (Retained Lands); thence along said Parcel B and leaving said Agreed Ordinary High Water Mark
- 11) South 89°25'56" West, 489.72 feet to a point on the westerly Oil and Gas lease line of said Parcel 5; thence along said lease line
- 12) South 27°54'02" West, 134.88 feet;
- 13) South 16°30'59" West, 430.88 feet;
- 14) South 06°24'37" West, 474.97 feet;
- 15) South 09°51'26" East, 207.36 feet;
- 16) South 08°57'39" East, 107.12 feet; thence leaving said westerly bank
- 17) North 89°44'24" East, 182.30 feet to said Agreed Ordinary High Water Mark and the POINT OF BEGINNING.

000254

CALENDAR PAGE

000822

MINUTE PAGE

EXCEPTING THEREFROM any portion of Parcel B-2 easterly and landward of said Agreed Ordinary High Water Mark of the easterly bank of Montezuma Slough and lying above the ordinary high water mark of Montezuma slough.

The Basis of Bearings for in this description is the California Coordinate System 1927, Zone 2, and calculated using NGS Control Station CATTLE, Coordinates X=2,041,076.61 feet Y=154,103.88 feet, and NGS Control Station KIRBY, Coordinates X=2,023,097.83 feet Y=182,444.10 feet. All distances are grid and in feet.

END OF DESCRIPTION



STATE OF CALIFORNIA
STATE LANDS COMMISSION

AMENDMENT

THIS AMENDMENT is entered into by the State of California, acting by and through the State Lands Commission, herein referred to as "State", and Venoco, Inc., herein referred to as "Venoco".

The California State Lands Commission (Commission) issued a negotiated limited surface use Oil and Gas Lease No. PRC 8377.1 (Lease) to Occidental Resources of California, LLC (ORCA) on January 30, 2002. On August 8, 2005, the Commission approved an assignment of an undivided 100 percent interest in Oil and Gas Lease No. PRC 8377 from ORCA (Assignor) to Venoco (Assignee), effective September 1, 2005

The State and Venoco do hereby agree to amend the lease to add 9.89 acres, described as Parcel B-2 on Exhibit B of this document. As provided in Paragraph 2 of the Lease, Venoco shall pay annual rental for the entire leased lands, including the new acreage, in the amount of forty dollars (\$40.00) per acre or an annual rental of \$97,840.00 for approximately 4,528 gross (2446 net) mineral acres. (Venoco has paid, or intends to pay, the current year's rental for the entire lease including the added 9.89 acres on or before January 30, 2006.)

It is further agreed that all other terms and conditions of said Lease are to remain unchanged and in full force and effect.

This Amendment to the Lease will become binding only when duly executed on behalf of the State of California by and thorough the State Lands Commission of the State of California.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date hereafter affixed.

Venoco, Inc.**State of California
State Lands Commission**By: _____
(Signature)By: _____
(Signature)_____
(Name of Officer)_____
Paul B. Mount II, P.E.
(Name of Officer)_____
(Title)_____
Chief, Mineral Resources Management
(Title)Date: _____
000256Date: _____
000401

ATTEST

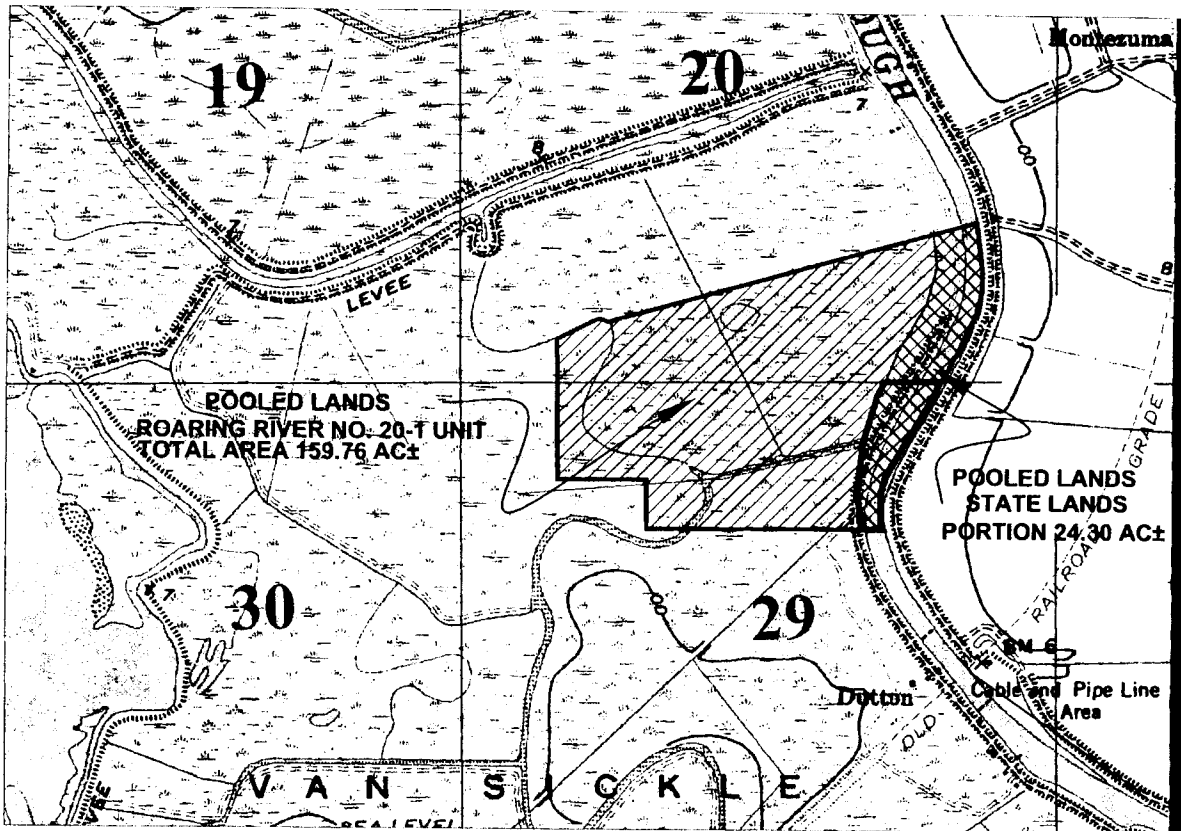
ATTEST

CALENDAR PAGE

MINUTE PAGE

NO SCALE

SITE MAP



VENOCO INC. ROARING RIVER UNIT 20-1 POOLED AREA
VAN SICKLE ISLAND

NO SCALE

LOCATION MAP *Grizzly Island*



This Exhibit is solely for purposes of generally defining the Pooling Unit, and is not intended to be, nor shall it be construed as a waiver or limitation of any State interest in the subject or any other property

EXHIBIT D
PRC 8377
POOLED AREA
ROARING RIVER UNIT 20-1
VAN SICKLE ISLAND
SOLANO COUNTY



SCL

000257

CALENDAR PAGE

000425

MINUTE PAGE

EXHIBIT E

PRC 8377

LAND DESCRIPTION

Parcel 1 Roaring River No. 20-1 Unit Pooled Lands (Total)

A Parcel of land situated on Van Sickle Island and in the bed of Montezuma Slough, Solano County, California, lying in protracted Sections 20, and 29, Township 3 North, Range 1 East, more particularly described as follows:

BEGINNING at a point on the Agreed Ordinary High Water Mark of the easterly bank of Montezuma Slough as shown on that certain map filed in Book 21 of Records of Survey at Pages 3 to 10, Solano County Records, having coordinates $X = 2,033,415.838$ feet $Y = 150,448.117$ feet, CCS 27 Zone 2, said point bears North $16^{\circ}41'21''$ West, 137.40 feet from the southerly terminus of Course T144 "North $16^{\circ}41'21''$ West, 216.94 feet" shown on said map; thence along said Agreed Ordinary High Water Mark the following twenty eight (28) courses:

- 1) North $16^{\circ}41'21''$ West, 79.54 feet;
- 2) North $00^{\circ}31'35''$ East, 206.81 feet;
- 3) North $04^{\circ}24'51''$ East, 57.17 feet;
- 4) North $15^{\circ}22'45''$ East, 137.63 feet;
- 5) North $29^{\circ}30'43''$ East, 354.04 feet;
- 6) North $32^{\circ}15'18''$ East, 132.80 feet;
- 7) North $28^{\circ}18'21''$ East, 76.55 feet;
- 8) North $31^{\circ}26'59''$ East, 271.01 feet;
- 9) North $19^{\circ}10'08''$ East, 120.90 feet;
- 10) North $41^{\circ}47'52''$ East, 60.76 feet;
- 11) North $29^{\circ}35'33''$ East, 93.15 feet;
- 12) North $21^{\circ}54'00''$ East, 97.32 feet;
- 13) North $35^{\circ}30'23''$ East, 64.74 feet;
- 14) North $24^{\circ}32'03''$ East, 383.64 feet;
- 15) North $14^{\circ}50'45''$ East, 133.87 feet;
- 16) North $10^{\circ}13'35''$ East, 104.76 feet;
- 17) North $00^{\circ}09'54''$ West, 139.00 feet;
- 18) North $07^{\circ}20'11''$ West, 410.36 feet;
- 19) North $16^{\circ}03'05''$ West, 31.33 feet; thence leaving said Agreed Ordinary High Water Mark
- 20) South $74^{\circ}18'06''$ West, 3,368.92 feet to a point on the middle of Honker Slough; thence along the middle of said slough,
- 21) North $63^{\circ}18'05''$ West, 45.04 feet;
- 22) North $79^{\circ}36'57''$ West, 26.29 feet;
- 23) South $81^{\circ}46'28''$ West, 39.85 feet;

000258

CALENDAR PAGE

000425

MINUTE PAGE

- 24) South 63°25'33" West, 381.17 feet; thence leaving said slough
- 25) South 00°34'04" East, 1,243.03 feet;
- 26) North 89°44'24" East, 780.01 feet;
- 27) South 00°34'04" East, 440.14 feet;
- 28) North 89°44'24" West, 2,099.27 feet to the POINT OF BEGINNING

Parcel 2 Montezuma Slough State Lands Pooled Area

A Parcel of sovereign land situated on Van Sickle Island and in the bed of Montezuma Slough, Solano County, California, lying in protracted Sections 20, and 29, Township 3 North, Range 1 East, more particularly described as follows:

BEGINNING at a point on the Agreed Ordinary High Water Mark of the easterly bank of Montezuma Slough as shown on that certain map filed in Book 21 of Records of Survey at Pages 3 to 10, Solano County Records, having coordinates X= 2,033,415.838 feet Y=150,448.117 feet, CCS 27 Zone 2, said point bears North 16°41'21" West, 137.40 feet from the southerly terminus of Course T144 "North 16°41'21" West, 216.94 feet" shown on said map; thence along said Agreed Ordinary High Water Mark the following thirty (30) courses:

- 1) North 16°41'21" West, 79.54 feet;
- 2) North 00°31'35" East, 206.81 feet;
- 3) North 04°24'51" East, 57.17 feet;
- 4) North 15°22'45" East, 137.63 feet;
- 5) North 29°30'43" East, 354.04 feet;
- 6) North 32°15'18" East, 132.80 feet;
- 7) North 28°18'21" East, 76.55 feet;
- 8) North 31°26'59" East, 271.01 feet;
- 9) North 19°10'08" East, 120.90 feet;
- 10) North 41°47'52" East, 60.76 feet;
- 11) North 29°35'33" East, 93.15 feet;
- 12) North 21°54'00" East, 97.32 feet;
- 13) North 35°30'23" East, 64.74 feet;
- 14) North 24°32'03" East, 383.64 feet;
- 15) North 14°50'45" East, 133.87 feet;
- 16) North 10°13'35" East, 104.76 feet;
- 17) North 00°09'54" West, 139.00 feet;
- 18) North 07°20'11" West, 410.36 feet;
- 19) North 16°03'05" West, 31.33 feet; thence leaving said Agreed Ordinary High Water Mark

- 20) South 74°18'06" West, 391.64 feet to a point on the westerly Oil and Gas lease line of Parcel 5 as described in Exhibit A-2, Instrument No. 2002-00042596 recorded April 3, 2002 in the Official Records of Solano County
- 21) South 07°07'26" East, 291.62 feet;
- 22) South 14°42'29" West, 358.95 feet;
- 23) South 30°47'37" West, 481.41 feet;
- 24) South 22°04'18" West, 245.27 feet;
- 25) South 27°54'02" West, 175.43 feet;
- 26) South 16°30'59" West, 430.88 feet;
- 27) South 06°24'37" West, 474.97 feet;
- 28) South 09°51'26" East, 207.36 feet;
- 29) South 08°57'39" East, 107.12 feet; thence leaving said westerly bank;
- 30) North 89°44'24" East, 182.30 feet to said Agreed Ordinary High Water Mark and the POINT OF BEGINNING.

EXCEPTING THEREFROM any portion of Parcel 1 and Parcel 2 easterly and landward of said Agreed Ordinary High Water Mark of the easterly bank of Montezuma Slough.

ALSO EXCEPTING THEREFROM any portion of Parcel 2 above the ordinary high water mark of Montezuma slough.

The Basis of Bearings for in this description is the California Coordinate System 1927, Zone 2, and calculated using NGS Control Station CATTLE, Coordinates X=2,041,076.61 feet Y=154,103.88 feet, and NGS Control Station KIRBY, Coordinates X=2,023,097.83 feet Y=182,444.10 feet. All distances are grid and in feet.

END OF DESCRIPTION



000260

CALENDAR PAGE

000410

MINUTE PAGE

EXHIBIT F

PRC 8377

Recording requested by and
when recorded mail to:

Venoco, Inc.
6267 Carpinteria Ave., Suite 100
Carpinteria, CA 93013
ATTN: Land Dept.

DOCUMENTARY TRANSFER TAX \$ 0.00

☒ COMPUTED ON FULL VALUE OF PROPERTY CONVEYED, or,
☐ COMPUTED ON FULL VALUE LESS LIENS &
ENCUMBRANCES REMAINS THEREON AT TIME OF SALE.

VENOCO, INC.

Signature of declarant or agent determining tax - firm name

DECLARATION OF POOLING

North Van Sickle – Roaring River 20-1 Operating Unit

THIS DECLARATION OF POOLING made and declared this 1st day of October, 2004, by VENOCO, INC., a Delaware corporation, OUTPUT EXPLORATION, LLC, a Delaware limited liability company, collectively hereinafter referred to as "the Parties".

WITNESSETH:

THAT WHEREAS, the Parties are the holders of certain oil and gas leasehold estates, covering certain lands in Solano County, California, lying within the area which is outlined with a heavy black line on the plat attached hereto as Exhibit "A" and described within the attached Exhibit "B", each of which is by reference made a part hereof, which area contains approximately and not to exceed One Hundred Sixty (160) acres, and is hereinafter referred to as "the Area", and more specifically described in the leases listed in Exhibit "C".

WHEREAS, as permitted by the terms of said leases, the Parties desire to create an operating unit for the development and production of gas from the Area,

NOW, THEREFORE, in order to prevent waste, and in order to efficiently develop the Area for gas, and pursuant to the authority conferred upon them by said leases, the Parties do hereby pool all of the gas rights and gas interests, of both the lessee and the landowner, in and to those lands within the Area which are described in Exhibit "C" attached hereto and by this reference made a part hereof, so as to form those lands into a single operating unit for the development and production of gas therefrom.

Said operating unit shall be known as the "Roaring River 20-1 Operating Unit", and the unit operator for the same being Venoco, Inc. whose address is 6267 Carpinteria Avenue., Ste 100, Carpinteria, CA 93013.

000261

CALENDAR PAGE

000013

MINUTE PAGE

This Declaration of Pooling shall include approximately 24.2996 acres of State of California Lease PRC 8377, and is subject to obtaining consent from the State of California. Such interest shall not be a part of this Declaration of Pooling until such time consent is granted by the State Lands Commission, at which time the State of California interest described herein shall become effective as of the date of this Declaration of Pooling.

This agreement may be executed in any number of counterparts with the same force and effect as if all parties signed the same document.

IN WITNESS WHEREOF, the Parties have executed this Declaration of Pooling as of the day and year first hereinabove written.

VENOCO, INC.

By Patrick T. Moran
PATRICK T. MORAN
ITS ATTORNEY-IN-FACT

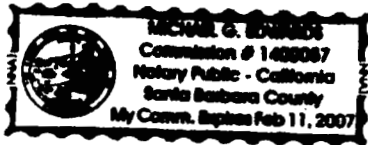
OUTPUT EXPLORATON, LLC

By [Signature]
Robert A. Brook, President
10/19/01

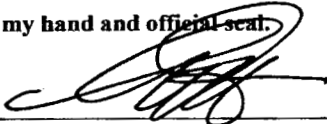
Acknowledgment

State of California }
County of Santa Barbara }

On this 29th day of September 2005, before me, the undersigned Notary Public, personally appeared PATRICK T. MORAN, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



Witness my hand and official seal.



Signature of Notary

Acknowledgment

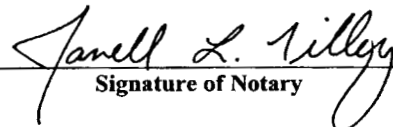
State of Texas }
County of Fort Bend }

On this 19th day of October 2005, before me, the undersigned Notary Public, personally appeared Robert A. Brook, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



(seal)

Witness my hand and official seal.



Signature of Notary

NORTH VAN SICKLE AREA
Declaration of Pooling – Roaring River No. 20-1 Unit
Description of Pooled Lands

Exhibit “B”

Total Pooled / Unit Area

That part of Van Sickle Island, County of Solano, State of California. Being a portion of Sections 20 and 29 Township 3 North, Range 1 West M.D.B&M.

Beginning at a flood gate on the West bank of Montezuma slough at a ditch, at which point is East 3168.00 feet more or less, and North 462.00 feet more or less, from the Southwest corner of Section 20, according to the projected Section lines on Van Sickle Island; Thence along the Westerly bank of Montezuma slough Northerly, 1,870.00 feet more or less, to a point on the west bank of Montezuma slough being the *TRUE POINT OF BEGINNING*; thence Southwesterly, 2,955.00 feet, more or less, to Honker slough; thence along the middle of Honker slough, Southwesterly, 495.00 feet, more or less, to a point, thence South 1,265.00 feet, more or less, to a point on the projected South line of Section 20. Thence East, along the projected South line of said Section 20 780.00 feet, more or less, to a point. Thence South, 440.00 feet, more or less, to a point. Thence East, 2,120.00 feet, more or less, to a point on the East bank of Montezuma slough. Thence Northerly, along the Easterly bank of Montezuma slough 2,955.00 feet, to a point on the East bank of Montezuma slough, thence Southwesterly across Montezuma slough to the point of beginning, said parcel containing 160.00 acres, more or less.

NORTH VAN SICKLE
Declaration of Pooling- Roaring River 20-1 Unit
Schedule of Leases
EXHIBIT "C"

LeaseNumber	Lessor	Lessee	Lease Date	Recording Doc. No. Recording Date	Acres
TR. 1 - French et al					
128 L 020-01	Helen Swanson	Maverick Petroleum, Inc.	6/19/1999	1999-00064925 27 JUL 99	1.3327
128 L 021-01	Cathleen Gunderson	Maverick Petroleum, Inc.	6/30/1999	1999-00064923 27 JUL 99	0.4443
128 L 065-01	Robert Gunderson	Maverick Petroleum, Inc.	7/6/1999	1999-00064924 27 JUL 99	0.4443
128 L 066-01	Edward W. Gunderson	Maverick Petroleum, Inc.	7/21/1999	1999-00064914 27 JUL 99	0.4442
128 L 076-01	Lewis J. & Josephine C. Keller	Maverick Petroleum, Inc.	8/19/1998	1998-00104010 16 DEC 98	15.9926
128 L 077-01	Josephine C. Keller	Maverick Petroleum, Inc.	8/19/1998	1998-00104011 16 DEC 98	10.6617
128 L 078-02	Heirs & Devisees of the Estate of Bernice F. Devine, deceased	Oxy Resources California LLC	6/9/2004	2004-00094441 08 JUL 04	10.6617
128 L 079-01	Heirs & Devisees of Elizabeth Andrus, deceased	Maverick Petroleum, Inc.	8/31/1998	1998-00103981 16 DEC 98	10.6617
128 L 089-02	John Bryant Knox Jr., Trustee UW	Oxy Resources California LLC	6/9/2004	2004-00103845 27 JUL 04	5.3307
128 L 091-02	Heirs & Devisees of the Estate of Clarence L. Wold, deceased	Oxy Resources California LLC	6/9/2004	2004-00094439 08 JUL 04	5.3309
128 L 137-01	Heirs & Devisees of Thelma Gunderson, deceased	Maverick Petroleum, Inc.	5/1/1999	1999-00064922 27 JUL 99	2.6655
128 L 158-01	Janice J. French	Oxy Resources California LLC	2/6/2004	2004-00082774 17 JUNE 04	15.9926
128 L 159-01	Donald W. Lambrecht	Oxy Resources California LLC	2/5/2003	2003-00050369 01 APR 03	15.9926
					95.9555
TR. 2 - Nine Land Co.					
113 L 007 01	Nine Land Company Inc.	Shell Oil Company	10/10/1960	Book 1072, Page 592 3/29/1961	18.9625
					18.9625
TR. 3 - PRC 8377					
128 L 142 01	CALIFORNIA STATE LANDS PRC 8377 (W40834)	Oxy Resources California LLC	1/30/2002	2002-00042596 03 APR 02	24.2996
					24.2996
TR. 4 - Wisnom et al					
128 L 104 01	Dorothy W. Wisnom, Trustee	Maverick Petroleum, Inc.	1/2/1999	1999-00041244 13 MAY 99	10.2735
128 L 105 01	John W. Ward	Maverick Petroleum, Inc.	1/2/1999	1999-00041245 13 MAY 99	10.2735
					20.5469
				UNIT TOTAL	159.7645